

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	
)	Chapter 15
)	
EDCON HOLDINGS LIMITED, <i>et al.</i> ,)	Case No. 16-13475 (SCC)
Debtors in a Foreign Proceeding ¹)	
)	
Debtors.)	
)	(Joint Administration Requested)

**ORDER (I) SCHEDULING HEARING AND
(II) SPECIFYING FORM AND MANNER OF SERVICE OF NOTICE**

Upon the motion (the “Motion”)² of Mr. Charles Mzwandile Vikisi, the foreign representative (the “Foreign Representative”) of the above-captioned debtors (collectively, the “Debtors”), seeking entry of this Order (a) scheduling a hearing on the relief sought in the Petition, (b) setting the deadline by which any responses or objections to the Petition must be received, and (c) specifying the form and manner of service of notice of the hearing on the relief sought in the Petition; the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334, and 11 U.S.C. §§ 109 and 1501; and that this Court may enter a final order consistent with Article III of the United States Constitution; venue being proper before the Bankruptcy Court pursuant to 28 U.S.C. § 1410(1) and (3); adequate and sufficient notice of the filing of the Motion having been given by the Foreign Representative; it appearing that the relief requested in the Motion is necessary and beneficial to the Debtors; and no objections or other responses having been filed that have not

¹ The Debtors in these chapter 15 cases are: Edcon Holdings Limited, Edcon Acquisition Proprietary Limited, Edcon Limited, and Edgars Consolidated Stores Limited. The location of the Debtors’ corporate headquarters and the service address for all of the Debtors is: Edgardale, 1 Press Avenue, Crown Mines, Johannesburg 2092, South Africa.

² Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Motion.

been overruled, withdrawn, or otherwise resolved; and after due deliberation and sufficient cause appearing therefor, it is hereby ORDERED that:

1. The Motion is granted as set forth herein.
2. A hearing on the relief requested in the Petition is scheduled for **January 18, 2017**, at 2:00 p.m. (prevailing Eastern Time), or as soon thereafter as counsel shall be heard, in Courtroom 623 of the United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, New York 10004-1408.
3. The form of notice of the Recognition Hearing in substantially the form attached hereto as **Exhibit 1** (the “Notice”), including as modified for publication, is hereby approved.
4. The Foreign Representative shall serve copies of the Notice (a) by overnight mail, on (i) the Office of the United States Trustee; (ii) the Securities and Exchange Commission; (iii) the United States Attorney for the Southern District of New York; (iv) the Internal Revenue Service; (v) all persons or bodies authorized to administer the South Africa Proceedings; (vi) the South African Companies and Intellectual Property Commission; and (vii) Meyer Joffe (in such capacity as chairman of the meeting of Compromise Creditors); and (viii) such other entities as this Court may direct within two business days following entry of the order; and (b) by electronic mail on (i) the Compromise Creditors; (ii) the agent under the Debtors’ term loan facilities; and (iii) the indenture trustee for the Notes, in each case within two business days following entry of this Order, or as soon thereafter as practicable. Additionally, the Foreign Representative shall post the Notice and the Petition on the restructuring website the Debtors maintain in connection with the South Africa Proceedings and these chapter 15 cases.
5. The Foreign Representative may cause the Notice to be published within five business days of the entry of this Order in *The Wall Street Journal (National Edition)*.

6. The Foreign Representative shall serve the Notice and any subsequent notices upon any party that files a notice of appearance in these chapter 15 cases, within three business days of the filing of such notice of appearance, or as soon thereafter as practicable, if such documents have not already been served on such party (or its counsel).

7. Service of the Notice in accordance with this Order is hereby approved as adequate and sufficient notice and service on all interested parties.

8. All notice requirements set forth in section 1514(c) of the Bankruptcy Code are hereby waived.

9. Responses or objections to the Petition and the relief requested therein must be made pursuant to the Bankruptcy Code, the local rules of the Court, and the Bankruptcy Rules, including, without limitation, Bankruptcy Rule 1011, in writing and setting forth the basis therefore. Such responses must be filed with the United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, New York 10004-1408, and served upon counsel for the Foreign Representative so as to be ***actually received*** by them no later than January 10, 2017, at 4:00 p.m. (prevailing Eastern Time). Notices to counsel for the Foreign Representative should be addressed to Kirkland & Ellis LLP, 300 North LaSalle, Chicago, Illinois 60654, Attention: Adam C. Paul and W. Benjamin Winger.

New York, New York
Dated: December 14, 2016

/s/ Shelley C. Chapman

United States Bankruptcy Judge

Exhibit 1

Notice of Recognition Hearing

James H.M. Sprayregen, P.C.
KIRKLAND & ELLIS LLP
601 Lexington Avenue
New York, New York 10022
Telephone: (212) 446-4800
Facsimile: (212) 446-4900

- and -

Adam C. Paul (admitted *pro hac vice*)
KIRKLAND & ELLIS LLP
300 North LaSalle
Chicago, Illinois 60654
Telephone: (312) 862-2000
Facsimile: (312) 862-2200

Counsel to the Foreign Representative

**UNITED STATES BANKRUPTCY COURT
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In re:)	
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EDCON HOLDINGS LIMITED, <i>et al.</i> ,)	Case No. 16-13475 (SCC)
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Debtors.)	
)	(Joint Administration Requested)

**NOTICE OF RECOGNITION HEARING
ON FOREIGN RECOGNITION PROCEEDINGS**

PLEASE TAKE NOTICE that on the date hereof, Mr. Charles Mzwandile Vikisi, in his capacity as the foreign representative (the “Foreign Representative”) of the above-captioned debtors (collectively, the “Debtors”), whose reorganization proceedings are currently pending in South Africa pursuant to section 155 of the Companies Act (collectively, the “South Africa”

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Proceedings”), filed a *Verified Petition for (I) Recognition of Foreign Main Proceedings, (II) Recognition of Foreign Representative, and (III) Related Relief under Chapter 15 of the Bankruptcy Code* (together with the form petitions filed concurrently herewith, the “Petition”) pursuant to 11 U.S.C. §§ 1504, 1515, and 1517 with the United States Bankruptcy Court for the Southern District of New York (the “Bankruptcy Court”).⁵

PLEASE TAKE FURTHER NOTICE that, among other things, the Petition seeks the entry of an order granting recognition to the South Africa Proceedings.

PLEASE TAKE FURTHER NOTICE that the Bankruptcy Court has scheduled a hearing with respect to the Petition for 2:00 p.m. (prevailing Eastern Time) on January 18, 2017 (the “Recognition Hearing”).

PLEASE TAKE FURTHER NOTICE that any party-in-interest wishing to submit a response or objection to the Petition must do so in accordance with the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, and the local rules of the Bankruptcy Court, and such response or objection must be in writing and set forth the basis therefore, which response or objection must be filed electronically with the Bankruptcy Court by registered users of the Bankruptcy Court’s electronic case filing system in accordance with General Order 559, and by all other parties-in-interest, on a diskette, CD, or DVD in Portable Document Format (PDF), and shall be served upon United States counsel for the Foreign Representative: Kirkland & Ellis LLP, 300 North LaSalle, Chicago, Illinois 60654, Attn: Adam C. Paul and W. Benjamin

⁵ The notices (the “Compromise Notices”) requesting a meeting of certain holders of the Debtors’ notes and term loans (collectively, the “Compromise Creditors”) to consider the compromise proposals (the “Compromises”) along with the accompanying explanatory statement (collectively with the Compromises and Compromise Notices, the “Compromise Documents”), each prepared in accordance with Section 155 of the Companies Act No. 71 of 2008 (the “Companies Act”) are attached as **Exhibit 1** to the *Verified Petition for (I) Recognition of Foreign Main Proceedings, (II) Recognition of Foreign Representative, and (III) Related Relief Under Chapter 15 of the Bankruptcy Code* (the “Petition”). The Compromise Documents provide additional details regarding the Debtors and the South Africa Proceedings. The resolutions of the Debtors’ boards of directors authorizing commencement of these chapter 15 cases are attached as **Exhibit 2** to the Petition.

Winger, so as to be actually received no later than January 10, 2017, at 4:00 p.m. (prevailing Eastern Time).

PLEASE TAKE FURTHER NOTICE that copies of the Petition filed by the Foreign Representative may be obtained free of charge by visiting the website of Lucid Issuer Services Limited at www.lucid-is.com/edcon. You may also obtain copies of any pleadings by visiting the Bankruptcy Court's website at <http://www.nysb.uscourts.gov> (a PACER login and password are required to retrieve a document) or upon written request to the Foreign Representative's United States counsel addressed to: Kirkland & Ellis LLP, 300 North LaSalle, Chicago, Illinois 60654, Attn: Adam C. Paul and W. Benjamin Winger.

PLEASE TAKE FURTHER NOTICE that hearings in this matter, including the Recognition Hearing, shall take place at the United States Bankruptcy Court of the Southern District of New York, One. Bowling Green, New York, New York 10004-1408.

PLEASE TAKE FURTHER NOTICE that at such hearing the Bankruptcy Court may order the scheduling of a case management conference to consider the efficient administration of these chapter 15 cases.

PLEASE TAKE FURTHER NOTICE that your rights may be affected. You should read the Petition carefully and discuss it with your attorney, if you have one in connection with these chapter 15 cases. (If you do not have an attorney, you may wish to consult one).

PLEASE TAKE FURTHER NOTICE that if you do not want the Bankruptcy Court to grant the relief requested by the Foreign Representative, or if you want the Bankruptcy Court to consider your views on any matter requested at the Recognition Hearing, then you or your attorney must attend such hearing. If you or your attorney do not take these steps, the

Bankruptcy Court may decide that you do not oppose the relief sought by the Foreign Representative and may enter an order granting the relief requested.

New York, New York
Dated: December [●], 2016

James H.M. Sprayregen, P.C.
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